

**Exhibit D**

**Budget Plan**

**Exhibit D-1**

**Budget Plan for the Period of February 1, 2018 through February 28, 2018**

PROJECT CATEGORY	TASK CODE	FEBRUARY		FEBRUARY	
		EST. HOURS	EST. FEES	HOURS BILLED	FEES SOUGHT
PREPA (33260/022 and 030)					
Tasks Relating to the Board, its Members, its Staff, its Advisors or its Consultants	201	25 - 35	\$18,975 - \$26,565	32.80	\$22,200.60
Legal Research	202	135 - 150	\$78,465 - \$94,940	146.20	\$91,904.00
Hearings and other non-filed communications with the Court	203	225-245	\$157,282 - \$171,441	286.70	\$166,431.80
Communications with Claimholders	204	70 - 80	\$53,585 - \$60,174	72.40	\$54,951.60
Communications with the Commonwealth, its Instrumentalities or Representatives of the Commonwealth or its Instrumentalities	205	90 - 100	\$66,324 - \$75,850	93.40	\$68,595.20
Documents Filed on Behalf of the Board	206	675 - 700	\$482,375 - \$506,200	702.40	\$517,153.60
Non-Board Court Filings	207	115-130	\$85,980 - \$103,790	118.10	\$87,592.00
Stay Matters	208	0 - 10	\$0 - \$7,590	0.40	\$203.80
Adversary Proceeding	209	135 - 150	\$101,420 - \$111,378	142.00	\$107,079.40
Analysis and Strategy	210	150 - 160	\$114,862 - \$119,340	152.40	\$115,072.80
Non-Working Travel Time	211	0 - 15	\$0 - \$11,502	11.50	\$8,728.50
General Administration	212	135 - 145	\$33,980 - \$41,542	138.50	\$36,908.20
Labor, Pension Matters	213	0 - 10	\$0 - \$7,590	3.60	\$2,732.40
Legal/ Regulatory Matters	214	0 - 5	\$0 - \$3,800	1.90	\$1,442.10

PROJECT CATEGORY	TASK CODE	FEBRUARY		FEBRUARY	
		EST. HOURS	EST. FEES	HOURS BILLED	FEES SOUGHT
PREPA (33260/022 and 030)					
Plan of Adjustment and Disclosure Statement	215	10 - 20	\$7,590 - \$15,180	0.00	\$0.00
Confirmation	216	0	\$0	0.00	\$0.00
Tax	217	0 - 10	\$0 - \$7,590	0.00	\$0.00
Employment and Fee Applications	218	5 - 15	\$3,540 - \$8,485	3.70	\$2,259.40
Appeal	219	345 - 365	\$259,730 - \$276,980	536.80	\$267,268.30
TOTALS		2,115 – 2,500	\$1,464,381 - \$1,646,937	2,442.80	\$1,550,523.70

**Exhibit D-2**

**Budget Plan for the Period of March 1, 2018 through March 31, 2018**

PROJECT CATEGORY	TASK CODE	MARCH		MARCH	
		EST. HOURS	EST. FEES	HOURS BILLED	FEES SOUGHT
PREPA (33260/022 and 030)					
Tasks Relating to the Board, its Members, its Staff, its Advisors or its Consultants	201	10 - 20	\$7,590 - \$14,780	13.60	\$10,322.40
Legal Research	202	65 - 80	\$36,320 - \$60,174	69.00	\$40,245.30
Hearings and other non-filed communications with the Court	203	70 - 80	\$53,585 - \$60,174	74.60	\$56,621.40
Communications with Claimholders	204	5 - 10	\$3,800 - \$7,590	9.70	\$7,362.30
Communications with the Commonwealth, its Instrumentalities or Representatives of the Commonwealth or its Instrumentalities	205	45 - 50	\$33,406 - \$37,920	45.00	\$33,406.50
Documents Filed on Behalf of the Board	206	380-395	\$266,840 - \$279,130	392.40	\$276,075.20
Non-Board Court Filings	207	60 - 85	\$43,800 - \$63,450	86.70	\$64,957.00
Stay Matters	208	0 - 10	\$0 - \$759	1.30	\$837.00
Adversary Proceeding	209	5 - 15	\$3,800 - \$11,502	11.60	\$8,804.40
Analysis and Strategy	210	80 - 95	\$58,425 - \$72,140	81.50	\$59,563.10
Non-Working Travel Time	211	0 - 10	\$0 - \$7,590	0.00	\$0.00
General Administration	212	90 - 100	\$21,980 - \$26,070	97.70	\$25,551.70
Labor, Pension Matters	213	5 - 10	\$1,650 - \$7,590	6.60	\$1,442.10

PROJECT CATEGORY	TASK CODE	MARCH		MARCH	
		EST. HOURS	EST. FEES	HOURS BILLED	FEES SOUGHT
PREPA (33260/022 and 030)					
Legal/ Regulatory Matters	214	0 - 10	\$0 - \$7,300	1.90	\$1,971.00
Plan of Adjustment and Disclosure Statement	215	0 - 10	\$0 - \$7,590	0.70	\$1,442.10
Confirmation	216	0	\$0	0.00	\$0.00
Tax	217	0 - 5	\$0 - \$3,800	0.00	0.00
Employment and Fee Applications	218	0 - 10	\$0 - \$3,800	14.70	\$7,714.20
Appeal	219	675 - 690	\$491,280 - \$505,750	682.50	\$497,458.70
TOTALS		1,490 – 1,685	\$1,022,749 - \$1,177,109	1,589.50	\$1,093,774.40

**Exhibit D-3**

**Budget Plan for the Period of April 1, 2018 through April 30, 2018<sup>1</sup>**

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<sup>1</sup> Budgets are only provided for matters Proskauer actually billed time to in a given month. If no time was billed to a given matter during the month, no monthly budget has been provided for that matter.

PROJECT CATEGORY	TASK CODE	APRIL		APRIL	
		EST. HOURS	EST. FEES	HOURS BILLED	FEES SOUGHT
PREPA (33260/022)					
Tasks Relating to the Board, its Members, its Staff, its Advisors or its Consultants	201	10 - 15	\$7,590 - \$11,502	9.70	\$7,362.30
Legal Research	202	0 - 5	\$0 - \$3,800	2.60	\$1,175.00
Hearings and other non-filed communications with the Court	203	0 - 5	\$0 - \$3,800	0.30	\$227.70
Communications with Claimholders	204	0 - 10	\$0 - \$7,590	0.90	\$683.10
Communications with the Commonwealth, its Instrumentalities or Representatives of the Commonwealth or its Instrumentalities	205	15 - 25	\$11,502 - \$18,970	19.30	\$14,399.20
Documents Filed on Behalf of the Board	206	0 - 10	\$0 - \$7,590	0.00	\$0.00
Non-Board Court Filings	207	0 - 5	\$0 - \$3,800	0.00	\$0.00
Stay Matters	208	0 - 10	\$0 - \$7,590	0.00	\$0.00
Adversary Proceeding	209	0 - 10	\$0 - \$7,300	0.00	\$0.00
Analysis and Strategy	210	25 - 35	\$18,970 - \$26,890	29.90	\$22,494.50
Non-Working Travel Time	211	0 - 10	\$0 - \$7,590	2.70	\$2,049.30
General Administration	212	5 - 10	\$1,790 - \$4,800	3.10	\$806.00
Labor, Pension Matters	213	0 - 10	\$0 - \$7,590	0.00	\$0.00
Legal/ Regulatory Matters	214	0 - 5	\$0 - \$3,800	1.00	\$759.00
Plan of Adjustment and Disclosure Statement	215	15 - 20	\$11,502 - \$15,200	16.20	\$12,295.80

PROJECT CATEGORY	TASK CODE	APRIL		APRIL	
		EST. HOURS	EST. FEES	HOURS BILLED	FEES SOUGHT
PREPA (33260/022)					
Confirmation	216	0	\$0	0.00	\$0.00
Tax	217	0 - 5	\$0 - \$3,800	0.00	\$0.00
Employment and Fee Applications	218	15-25	\$3,870 - \$8,400	21.30	\$6,386.30
Appeal	219	0 - 10	\$0 - \$7,590	0.00	\$0.00
Fee Applications for Other Parties	220	0 - 5	\$0 - \$3,800	0.20	\$151.80
TOTALS		85 - 115	\$55,224 - \$161,402	107.20	\$68,790.00

PROJECT CATEGORY	TASK CODE	APRIL		APRIL	
		EST. HOURS	EST. FEES	HOURS BILLED	FEES SOUGHT
PREPA – FINANCING MOTION (33260/032)					
Tasks Relating to the Board, its Members, its Staff, its Advisors or its Consultants	201	0 – 5	\$0 – \$3,800	0.30	\$227.70
Legal Research	202	0 – 10	\$0 – \$7,590	0.00	\$0.00
Hearings and other non-filed communications with the Court	203	0 – 5	\$0 – \$3,800	0.00	\$0.00
Communications with Claimholders	204	0 – 5	\$0 – \$3,800	0.00	\$0.00
Communications with the Commonwealth, its Instrumentalities or Representatives of the Commonwealth or its Instrumentalities	205	0 – 10	\$0 – \$7,590	5.50	\$4,124.60
Documents Filed on Behalf of the Board	206	0 – 10	\$0 – \$7,590	0.50	\$379.50
Non-Board Court Filings	207	0 – 5	\$0 – \$3,800	0.30	\$227.70
Stay Matters	208	0	\$0	0.00	\$0.00
Adversary Proceeding	209	0	\$0	0.00	\$0.00
Analysis and Strategy	210	5 – 10	\$3,800 – \$7,590	6.70	\$4,686.10
Non-Working Travel Time	211	0 – 5	\$0 – \$3,800	0.00	\$0.00
General Administration	212	0 – 5	\$0 – \$3,800	0.00	\$0.00
Labor, Pension Matters	213	0 – 5	\$0 – \$3,800	0.00	\$0.00
Legal/ Regulatory Matters	214	0 – 5	\$0 – \$3,800	3.50	\$2,656.50
Plan of Adjustment and Disclosure Statement	215	0 – 10	\$0 – \$7,590	0.00	\$0.00
Confirmation	216	0 – 5	\$0 – \$3,800	0.00	\$0.00
Tax	217	0 – 5	\$0 – \$3,800	0.00	\$0.00

PROJECT CATEGORY	TASK CODE	APRIL		APRIL	
		EST. HOURS	EST. FEES	HOURS BILLED	FEES SOUGHT
PREPA – FINANCING MOTION (33260/032)					
Employment and Fee Applications	218	0 – 5	\$0 – \$3,800	0.00	\$0.00
Appeal	219	0 - 10	\$0 – \$7,590	0.00	\$0.00
Fee Applications for Other Parties	220	0	\$0	0.00	\$0.00
TOTALS		5 – 100	\$3,800 - \$87,340	16.80	\$12,302.10

PROJECT CATEGORY	TASK CODE	APRIL		APRIL	
		EST. HOURS	EST. FEES	HOURS BILLED	FEES SOUGHT
<b>PREPA (33260/054)</b>					
Tasks Relating to the Board, its Members, its Staff, its Advisors or its Consultants	201	0 - 10	\$0 - \$7,590	3.20	\$2,428.80
Legal Research	202	0 - 10	\$0 - \$7,590	1.20	\$312.00
Hearings and other non-filed communications with the Court	203	0 - 5	\$0 - \$3,800	0.00	\$0.00
Communications with Claimholders	204	0 - 5	\$0 - \$3,800	0.30	\$227.70
Communications with the Commonwealth, its Instrumentalities or Representatives of the Commonwealth or its Instrumentalities	205	10 - 20	\$7,590 - \$15,180	17.90	\$13,586.10
Documents Filed on Behalf of the Board	206	0 - 5	\$0 - \$3,800	1.20	\$910.80
Non-Board Court Filings	207	10 - 20	\$7,590 - \$15,180	22.40	\$17,001.60
Stay Matters	208	0 - 10	\$0 - \$7,590	0.00	\$0.00
Adversary Proceeding	209	0 - 5	\$0 - \$3,800	0.00	\$0.00
Analysis and Strategy	210	10 - 20	\$7,590 - \$15,180	18.20	\$13,813.80
Non-Working Travel Time	211	0 - 5	\$0 - \$3,800	0.00	\$0.00
General Administration	212	0 - 10	\$0 - \$7,590	2.80	\$728.00
Labor, Pension Matters	213	0 - 5	\$0 - \$3,800	0.00	\$0.00
Legal/ Regulatory Matters	214	0 - 5	\$0 - \$3,800	0.00	\$0.00
Plan of Adjustment and Disclosure Statement	215	0 - 10	\$0 - \$7,590	0.00	\$0.00
Confirmation	216	0	\$0	0.00	\$0.00

PROJECT CATEGORY	TASK CODE	APRIL		APRIL	
		EST. HOURS	EST. FEES	HOURS BILLED	FEES SOUGHT
PREPA – FINANCING MOTION (33260/032)					
Tax	217	0 - 10	\$0 - \$7,590	0.00	\$0.00
Employment and Fee Applications	218	0 - 10	\$0 - \$7,590	0.00	\$0.00
Appeal	219	0 - 10	\$0 - \$7,590	0.00	\$0.00
Fee Applications for Other Parties	220	0	\$0	0.00	\$0.00
TOTALS		30 – 170	\$22,770- \$121,000	67.20	\$49,008.80

PROJECT CATEGORY	TASK CODE	APRIL		APRIL	
		EST. HOURS	EST. FEES	HOURS BILLED	FEES SOUGHT
PREPA – VITOL (33260/055)					
Tasks Relating to the Board, its Members, its Staff, its Advisors or its Consultants	201	0 – 5	\$0 – \$3,800	0.50	\$379.50
Legal Research	202	0 – 10	\$0 – \$7,590	0.00	\$0.00
Hearings and other non-filed communications with the Court	203	0 – 5	\$0 – \$3,800	0.00	\$0.00
Communications with Claimholders	204	10 – 15	\$7,590 – \$11,500	10.40	\$7,893.60
Communications with the Commonwealth, its Instrumentalities or Representatives of the Commonwealth or its Instrumentalities	205	0 – 10	\$0 – \$7,590	3.70	\$2,808.30
Documents Filed on Behalf of the Board	206	0 – 10	\$0 – \$7,590	0.00	\$0.00
Non-Board Court Filings	207	0 – 5	\$0 – \$3,800	0.20	\$151.80
Stay Matters	208	0	\$0	0.00	\$0.00
Adversary Proceeding	209	0	\$0	0.00	\$0.00
Analysis and Strategy	210	5 – 15	\$3,800 – \$11,500	9.80	\$7,438.20
Non-Working Travel Time	211	0 – 5	\$0 – \$3,800	0.00	\$0.00
General Administration	212	0 – 5	\$0 – \$3,800	1.00	\$260.00
Labor, Pension Matters	213	0 – 5	\$0 – \$3,800	0.00	\$0.00
Legal/ Regulatory Matters	214	0 – 5	\$0 – \$3,800	0.00	\$0.00
Plan of Adjustment and Disclosure Statement	215	0 – 10	\$0 – \$7,590	0.00	\$0.00
Confirmation	216	0	\$0	0.00	\$0.00
Tax	217	0 – 5	\$0 – \$3,800	0.00	\$0.00

PROJECT CATEGORY	TASK CODE	APRIL		APRIL	
		EST. HOURS	EST. FEES	HOURS BILLED	FEES SOUGHT
PREPA – VITOL (33260/055)					
Employment and Fee Applications	218	0 – 5	\$0 – \$3,800	0.00	\$0.00
Appeal	219	135 - 150	\$102,980 – \$116,370	138.90	\$105,425.10
Fee Applications for Other Parties	220	0	\$0	0.00	\$0.00
TOTALS		150 - 250	\$101,250 - \$168,940	164.50	\$124,356.50

PROJECT CATEGORY	TASK CODE	APRIL		APRIL	
		EST. HOURS	EST. FEES	HOURS BILLED	FEES SOUGHT
PREPA – UTIER (33260/056)					
Tasks Relating to the Board, its Members, its Staff, its Advisors or its Consultants	201	0 – 5	\$0 – \$3,800	0.00	\$0.00
Legal Research	202	0 – 10	\$0 – \$7,590	0.00	\$0.00
Hearings and other non-filed communications with the Court	203	0 – 5	\$0 – \$3,800	0.00	\$0.00
Communications with Claimholders	204	0 – 10	\$0 - \$7,590	0.00	\$0.00
Communications with the Commonwealth, its Instrumentalities or Representatives of the Commonwealth or its Instrumentalities	205	0 – 10	\$0 – \$7,590	0.00	\$0.00
Documents Filed on Behalf of the Board	206	0 – 10	\$0 – \$7,590	0.00	\$0.00
Non-Board Court Filings	207	0 – 5	\$0 – \$3,800	0.00	\$0.00
Stay Matters	208	0	\$0	0.00	\$0.00
Adversary Proceeding	209	0	\$0	0.00	\$0.00
Analysis and Strategy	210	0 – 10	\$0 – \$7,590	0.60	\$455.40
Non-Working Travel Time	211	0 – 5	\$0 – \$3,800	0.00	\$0.00
General Administration	212	0 – 5	\$0 – \$3,800	0.00	\$0.00
Labor, Pension Matters	213	0 – 5	\$0 – \$3,800	0.00	\$0.00
Legal/ Regulatory Matters	214	0 – 5	\$0 – \$3,800	0.00	\$0.00
Plan of Adjustment and Disclosure Statement	215	0 – 10	\$0 – \$7,590	0.00	\$0.00
Confirmation	216	0	\$0	0.00	\$0.00
Tax	217	0 – 5	\$0 – \$3,800	0.00	\$0.00
Employment and Fee Applications	218	0 – 5	\$0 – \$3,800	0.00	\$0.00

PROJECT CATEGORY	TASK CODE	APRIL		APRIL	
		EST. HOURS	EST. FEES	HOURS BILLED	FEES SOUGHT
PREPA – UTIER (33260/056)					
Appeal	219	0 – 10	\$0 – \$7,590	0.00	\$0.00
Fee Applications for Other Parties	220	0	\$0	0.00	\$0.00
TOTALS		0 - 100	\$0- \$50,000	.60	\$455.40

PROJECT CATEGORY	TASK CODE	APRIL		APRIL	
		EST. HOURS	EST. FEES	HOURS BILLED	FEES SOUGHT
PREPA – RECEIVER MOTIONS (33260/058)					
Tasks Relating to the Board, its Members, its Staff, its Advisors or its Consultants	201	0 – 5	\$0 – \$3,800	0.00	\$0.00
Legal Research	202	0 – 10	\$0 – \$7,590	0.00	\$0.00
Hearings and other non-filed communications with the Court	203	0 – 5	\$0 – \$3,800	0.00	\$0.00
Communications with Claimholders	204	0 – 10	\$0 - \$7,590	0.00	\$0.00
Communications with the Commonwealth, its Instrumentalities or Representatives of the Commonwealth or its Instrumentalities	205	0 – 10	\$0 – \$7,590	0.00	\$0.00
Documents Filed on Behalf of the Board	206	0 – 10	\$0 – \$7,590	1.70	\$1,290.30
Non-Board Court Filings	207	0 – 5	\$0 – \$3,800	0.00	\$0.00
Stay Matters	208	0	\$0	0.00	\$0.00
Adversary Proceeding	209	0	\$0	0.00	\$0.00
Analysis and Strategy	210	0 – 10	\$0 – \$7,590	0.00	\$0.00
Non-Working Travel Time	211	0 – 5	\$0 – \$3,800	0.00	\$0.00
General Administration	212	0 – 5	\$0 – \$3,800	3.60	\$936.00
Labor, Pension Matters	213	0 – 5	\$0 – \$3,800	0.00	\$0.00
Legal/ Regulatory Matters	214	0 – 5	\$0 – \$3,800	0.00	\$0.00
Plan of Adjustment and Disclosure Statement	215	0 – 10	\$0 – \$7,590	0.00	\$0.00
Confirmation	216	0	\$0	0.00	\$0.00
Tax	217	0 – 5	\$0 – \$3,800	0.00	\$0.00
Employment and Fee Applications	218	0 – 5	\$0 – \$3,800	0.00	\$0.00

PROJECT CATEGORY	TASK CODE	APRIL		APRIL	
		EST. HOURS	EST. FEES	HOURS BILLED	FEES SOUGHT
PREPA – RECEIVER MOTIONS (33260/058)					
Appeal	219	100 – 115	\$68,340 – \$78,960	103.50	\$70,123.40
Fee Applications for Other Parties	220	0	\$0	0.00	\$0.00
TOTALS		100 – 150	\$68,310 - \$124,130	108.80	\$72,349.70

PROJECT CATEGORY	TASK CODE	APRIL		APRIL	
		EST. HOURS	EST. FEES	HOURS BILLED	FEES SOUGHT
PREPA – MISCELLANEOUS (33260/059)					
Tasks Relating to the Board, its Members, its Staff, its Advisors or its Consultants	201	0 – 5	\$0 – \$3,800	0.30	\$227.70
Legal Research	202	0 – 10	\$0 – \$7,590	0.00	\$0.00
Hearings and other non-filed communications with the Court	203	0 – 5	\$0 – \$3,800	0.00	\$0.00
Communications with Claimholders	204	0 – 10	\$0 - \$7,590	0.00	\$0.00
Communications with the Commonwealth, its Instrumentalities or Representatives of the Commonwealth or its Instrumentalities	205	0 – 10	\$0 – \$7,590	0.50	\$379.50
Documents Filed on Behalf of the Board	206	10 – 15	\$7,590 – 11,500	13.70	\$9,799.50
Non-Board Court Filings	207	5 – 10	\$3,800 - \$7,590	5.20	\$3,946.80
Stay Matters	208	0 – 10	\$0 – \$7,590	5.90	\$4,328.40
Adversary Proceeding	209	0	\$0	0.00	\$0.00
Analysis and Strategy	210	0 – 10	\$0 – \$7,590	2.30	\$1,745.70
Non-Working Travel Time	211	0 – 5	\$0 – \$3,800	0.00	\$0.00
General Administration	212	0 – 5	\$0 – \$3,800	0.00	\$0.00
Labor, Pension Matters	213	0 – 5	\$0 – \$3,800	0.00	\$0.00
Legal/ Regulatory Matters	214	0 – 5	\$0 – \$3,800	0.00	\$0.00
Plan of Adjustment and Disclosure Statement	215	0 – 10	\$0 – \$7,590	0.00	\$0.00
Confirmation	216	0	\$0	0.00	\$0.00
Tax	217	0 – 5	\$0 – \$3,800	0.00	\$0.00

PROJECT CATEGORY	TASK CODE	APRIL		APRIL	
		EST. HOURS	EST. FEES	HOURS BILLED	FEES SOUGHT
PREPA – MISCELLANEOUS (33260/059)					
Employment and Fee Applications	218	0 – 5	\$0 – \$3,800	0.00	\$0.00
Appeal	219	0 – 10	\$0 – \$7,590	0.00	\$0.00
Fee Applications for Other Parties	220	0	\$0	0.00	\$0.00
TOTALS		15 - 80	\$11,390 - \$76,880	27.90	\$20,427.60

**Exhibit D-4**

**Budget Plan for the Period of May 1, 2018 through May 31, 2018<sup>2</sup>**

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<sup>2</sup> Budgets are only provided for matters Proskauer actually billed time to in a given month. If no time was billed to a given matter during the month, no monthly budget has been provided for that matter.

PROJECT CATEGORY	TASK CODE	MAY		MAY	
		EST. HOURS	EST. FEES	HOURS BILLED	FEES SOUGHT
PREPA (33260/022)					
Tasks Relating to the Board, its Members, its Staff, its Advisors or its Consultants	201	0 - 5	\$0 - \$3,800	3.90	\$2,960.10
Legal Research	202	0 - 10	\$0 - \$4,420	6.50	\$1,690.00
Hearings and other non-filed communications with the Court	203	0 - 10	\$0 - \$7,590	0.00	\$0.00
Communications with Claimholders	204	20 - 25	\$15, 180 - \$18,970	20.60	\$15,635.40
Communications with the Commonwealth, its Instrumentalities or Representatives of the Commonwealth or its Instrumentalities	205	5 - 10	\$3,800 - \$7,590	7.90	\$5,996.10
Documents Filed on Behalf of the Board	206	5 - 15	\$3,800 - \$11,502	10.30	\$7,817.70
Non-Board Court Filings	207	0 - 10	\$0 - \$7,590	4.40	\$3,339.60
Stay Matters	208	0 - 10	\$0 - \$7,590	0.00	\$0.00
Adversary Proceeding	209	0	\$0	0.00	\$0.00
Analysis and Strategy	210	5 - 10	\$3,800 - \$7,590	7.60	\$5,668.60
Non-Working Travel Time	211	0 - 5	\$0 - \$3,800	0.00	\$0.00
General Administration	212	0 - 5	\$0 - \$3,800	0.40	\$104.00
Labor, Pension Matters	213	0 - 5	\$0 - \$3,800	2.90	\$2,201.10
Legal/ Regulatory Matters	214	0 - 5	\$0 - \$3,800	0.90	\$683.10
Plan of Adjustment and Disclosure Statement	215	5 - 15	\$3,800 - \$11,502	4.30	\$3,263.70
Confirmation	216	0 - 5	\$0 - \$3,800	0.00	\$0.00

PROJECT CATEGORY	TASK CODE	MAY		MAY	
		EST. HOURS	EST. FEES	HOURS BILLED	FEES SOUGHT
PREPA (33260/022)					
Tax	217	0 - 5	\$0 - \$3,800	0.00	\$0.00
Employment and Fee Applications	218	0 - 10	\$0 - \$7,590	0.00	\$0.00
Appeal	219	0 - 5	\$0 - \$3,800	0.00	\$0.00
TOTALS		40 - 145	\$30,800 - \$83,200	69.70	\$49,359.40

PROJECT CATEGORY	TASK CODE	MAY		MAY	
		EST. HOURS	EST. FEES	HOURS BILLED	FEES SOUGHT
<b>PREPA – FINANCING MOTION (33260/032)</b>					
Tasks Relating to the Board, its Members, its Staff, its Advisors or its Consultants	201	0 – 5	\$0 – \$3,800	0.00	\$0.00
Legal Research	202	0 – 10	\$0 – \$7,590	0.00	\$0.00
Hearings and other non-filed communications with the Court	203	0 – 5	\$0 – \$3,800	0.00	\$0.00
Communications with Claimholders	204	0 – 5	\$0 – \$3,800	0.00	\$0.00
Communications with the Commonwealth, its Instrumentalities or Representatives of the Commonwealth or its Instrumentalities	205	0 – 10	\$0 – \$7,590	0.00	\$0.00
Documents Filed on Behalf of the Board	206	0 – 10	\$0 – \$7,590	0.20	\$151.80
Non-Board Court Filings	207	0 – 5	\$0 – \$3,800	3.20	\$2,428.80
Stay Matters	208	0	\$0	0.00	\$0.00
Adversary Proceeding	209	0	\$0	0.00	\$0.00
Analysis and Strategy	210	0 – 10	\$0 – \$7,590	0.00	\$0.00
Non-Working Travel Time	211	0 – 5	\$0 – \$3,800	0.00	\$0.00
General Administration	212	0 – 5	\$0 – \$3,800	0.00	\$0.00
Labor, Pension Matters	213	0 – 5	\$0 – \$3,800	0.00	\$0.00
Legal/ Regulatory Matters	214	0 – 5	\$0 – \$3,800	0.00	\$0.00
Plan of Adjustment and Disclosure Statement	215	0 – 10	\$0 – \$7,590	0.00	\$0.00
Confirmation	216	0 – 5	\$0 – \$3,800	0.00	\$0.00
Tax	217	0 – 5	\$0 – \$3,800	0.00	\$0.00
Employment and Fee Applications	218	0 – 5	\$0 – \$3,800	0.00	\$0.00

PROJECT CATEGORY	TASK CODE	MAY		MAY	
		EST. HOURS	EST. FEES	HOURS BILLED	FEES SOUGHT
PREPA – FINANCING MOTION (33260/032)					
Appeal	219	0 - 10	\$0 – \$7,590	0.00	\$0.00
Fee Applications for Other Parties	220	0	\$0	0.00	\$0.00
TOTALS		0 - 80	\$0.00 - \$87,340	3.40	\$2,580.60

PROJECT CATEGORY	TASK CODE	MAY		MAY	
		EST. HOURS	EST. FEES	HOURS BILLED	FEES SOUGHT
<b>PREPA – PREC (33260/054)</b>					
Tasks Relating to the Board, its Members, its Staff, its Advisors or its Consultants	201	0 – 10	\$0 – \$7,590	7.20	\$5,464.80
Legal Research	202	0 – 10	\$0 – \$7,590	0.00	\$0.00
Hearings and other non-filed communications with the Court	203	0 – 5	\$0 – \$3,800	0.00	\$0.00
Communications with Claimholders	204	0 – 5	\$0 – \$3,800	0.00	\$0.00
Communications with the Commonwealth, its Instrumentalities or Representatives of the Commonwealth or its Instrumentalities	205	10 – 20	\$7,590 - \$15,180	15.80	\$11,992.20
Documents Filed on Behalf of the Board	206	0 – 10	\$0 – \$7,590	7.80	\$5,920.20
Non-Board Court Filings	207	0 – 10	\$0 – \$7,590	0.70	\$531.30
Stay Matters	208	0	\$0	0.00	\$0.00
Adversary Proceeding	209	0	\$0	0.00	\$0.00
Analysis and Strategy	210	10 – 20	\$7,590 - \$15,180	18.80	\$14,269.20
Non-Working Travel Time	211	0 – 5	\$0 – \$3,800	0.00	\$0.00
General Administration	212	0 – 5	\$0 – \$3,800	0.00	\$0.00
Labor, Pension Matters	213	0 – 5	\$0 – \$3,800	0.00	\$0.00
Legal/ Regulatory Matters	214	0 – 5	\$0 – \$3,800	0.00	\$0.00
Plan of Adjustment and Disclosure Statement	215	0 – 10	\$0 – \$7,590	0.00	\$0.00
Confirmation	216	0 – 5	\$0 – \$3,800	0.00	\$0.00
Tax	217	0 – 5	\$0 – \$3,800	0.00	\$0.00

PROJECT CATEGORY	TASK CODE	MAY		MAY	
		EST. HOURS	EST. FEES	HOURS BILLED	FEES SOUGHT
PREPA – PREC (33260/054)					
Employment and Fee Applications	218	0 – 5	\$0 – \$3,800	0.00	\$0.00
Appeal	219	0 - 10	\$0 – \$7,590	0.00	\$0.00
Fee Applications for Other Parties	220	0	\$0	0.00	\$0.00
TOTALS		20 – 125	\$7,590 - \$109,510	50.30	\$38,177.70

PROJECT CATEGORY	TASK CODE	MAY		MAY	
		EST. HOURS	EST. FEES	HOURS BILLED	FEES SOUGHT
<b>PREPA – VITOL (33260/055)</b>					
Tasks Relating to the Board, its Members, its Staff, its Advisors or its Consultants	201	5 – 10	\$3,800 – \$7,590	0.00	\$0.00
Legal Research	202	0 – 10	\$0 – \$7,590	0.00	\$0.00
Hearings and other non-filed communications with the Court	203	0 – 5	\$0 – \$3,800	0.00	\$0.00
Communications with Claimholders	204	0 – 5	\$0 – \$3,800	7.30	\$5,540.70
Communications with the Commonwealth, its Instrumentalities or Representatives of the Commonwealth or its Instrumentalities	205	0 – 10	\$0 – \$7,590	0.00	\$0.00
Documents Filed on Behalf of the Board	206	0 – 10	\$0 – \$7,590	0.30	\$227.70
Non-Board Court Filings	207	0 – 5	\$0 – \$3,800	0.00	\$0.00
Stay Matters	208	0	\$0	0.00	\$0.00
Adversary Proceeding	209	0	\$0	0.00	\$0.00
Analysis and Strategy	210	5 – 10	\$3,800 – \$7,590	0.80	\$607.20
Non-Working Travel Time	211	0 – 5	\$0 – \$3,800	0.00	\$0.00
General Administration	212	0 – 5	\$0 – \$3,800	1.10	\$286.00
Labor, Pension Matters	213	0 – 5	\$0 – \$3,800	0.00	\$0.00
Legal/ Regulatory Matters	214	0	\$0	0.00	\$0.00
Plan of Adjustment and Disclosure Statement	215	0 – 10	\$0 – \$7,590	0.00	\$0.00
Confirmation	216	0 – 5	\$0 – \$3,800	0.00	\$0.00
Tax	217	0 – 5	\$0 – \$3,800	0.00	\$0.00

PROJECT CATEGORY	TASK CODE	MAY		MAY	
		EST. HOURS	EST. FEES	HOURS BILLED	FEES SOUGHT
PREPA – VITOL (33260/055)					
Employment and Fee Applications	218	0 – 5	\$0 – \$3,800	0.00	\$0.00
Appeal	219	0 - 10	\$0 – \$7,590	1.50	\$1,138.50
Fee Applications for Other Parties	220	0	\$0	0.00	\$0.00
TOTALS		10 - 100	\$6,400 - \$87,330	11.00	\$7,800.10

PROJECT CATEGORY	TASK CODE	MAY		MAY	
		EST. HOURS	EST. FEES	HOURS BILLED	FEES SOUGHT
<b>PREPA –UTIER CBA (33260/056)</b>					
Tasks Relating to the Board, its Members, its Staff, its Advisors or its Consultants	201	0 – 10	\$0 – \$7,590	0.00	\$0.00
Legal Research	202	0 – 10	\$0 – \$7,590	0.00	\$0.00
Hearings and other non-filed communications with the Court	203	0 – 5	\$0 – \$3,800	0.00	\$0.00
Communications with Claimholders	204	0 – 5	\$0 – \$3,800	0.00	\$0.00
Communications with the Commonwealth, its Instrumentalities or Representatives of the Commonwealth or its Instrumentalities	205	0 – 10	\$0 – \$7,590	0.00	\$0.00
Documents Filed on Behalf of the Board	206	0 – 10	\$0 – \$7,590	0.00	\$0.00
Non-Board Court Filings	207	0 – 5	\$0 – \$3,800	0.00	\$0.00
Stay Matters	208	0	\$0	0.00	\$0.00
Adversary Proceeding	209	0	\$0	0.00	\$0.00
Analysis and Strategy	210	0 – 5	\$0 – \$3,800	0.70	\$531.30
Non-Working Travel Time	211	0 – 5	\$0 – \$3,800	0.00	\$0.00
General Administration	212	0 – 5	\$0 – \$3,800	0.00	\$0.00
Labor, Pension Matters	213	0 – 5	\$0 – \$3,800	0.00	\$0.00
Legal/ Regulatory Matters	214	0	\$0	0.00	\$0.00
Plan of Adjustment and Disclosure Statement	215	0 – 10	\$0 – \$7,590	0.00	\$0.00
Confirmation	216	0 – 5	\$0 – \$3,800	0.00	\$0.00
Tax	217	0 – 5	\$0 – \$3,800	0.00	\$0.00
Employment and Fee Applications	218	0 – 5	\$0 – \$3,800	0.00	\$0.00

PROJECT CATEGORY	TASK CODE	MAY		MAY	
		EST. HOURS	EST. FEES	HOURS BILLED	FEES SOUGHT
<b>PREPA –UTIER CBA (33260/056)</b>					
Appeal	219	0 - 10	\$0 – \$7,590	0.00	\$0.00
Fee Applications for Other Parties	220	0	\$0	0.00	\$0.00
<b>TOTALS</b>		<b>0 - 100</b>	<b>\$0.00 - \$83,490</b>	<b>.70</b>	<b>\$531.30</b>

PROJECT CATEGORY	TASK CODE	MAY		MAY	
		EST. HOURS	EST. FEES	HOURS BILLED	FEES SOUGHT
PREPA –RULE 2004 (33260/057)					
Tasks Relating to the Board, its Members, its Staff, its Advisors or its Consultants	201	0 – 10	\$0 – \$7,590	0.00	\$0.00
Legal Research	202	0 – 10	\$0 – \$7,590	0.00	\$0.00
Hearings and other non-filed communications with the Court	203	0 – 5	\$0 – \$3,800	0.00	\$0.00
Communications with Claimholders	204	0 – 5	\$0 – \$3,800	.20	\$151.80
Communications with the Commonwealth, its Instrumentalities or Representatives of the Commonwealth or its Instrumentalities	205	0 – 10	\$0 – \$7,590	.20	\$151.80
Documents Filed on Behalf of the Board	206	0 – 10	\$0 – \$7,590	0.00	\$0.00
Non-Board Court Filings	207	0 – 5	\$0 – \$3,800	0.00	\$0.00
Stay Matters	208	0	\$0	0.00	\$0.00
Adversary Proceeding	209	0	\$0	0.00	\$0.00
Analysis and Strategy	210	0 – 5	\$0 – \$3,800	5.00	\$3,795.00
Non-Working Travel Time	211	0 – 5	\$0 – \$3,800	0.00	\$0.00
General Administration	212	0 – 5	\$0 – \$3,800	0.00	\$0.00
Labor, Pension Matters	213	0 – 5	\$0 – \$3,800	0.00	\$0.00
Legal/ Regulatory Matters	214	0	\$0	0.00	\$0.00
Plan of Adjustment and Disclosure Statement	215	0 – 10	\$0 – \$7,590	0.00	\$0.00
Confirmation	216	0 – 5	\$0 – \$3,800	0.00	\$0.00
Tax	217	0 – 5	\$0 – \$3,800	0.00	\$0.00
Employment and Fee Applications	218	0 – 5	\$0 – \$3,800	0.00	\$0.00

PROJECT CATEGORY	TASK CODE	MAY		MAY	
		EST. HOURS	EST. FEES	HOURS BILLED	FEES SOUGHT
PREPA –RULE 2004 (33260/057)					
Appeal	219	0 - 10	\$0 – \$7,590	0.00	\$0.00
Fee Applications for Other Parties	220	0 - 10	\$0 – \$7,590	0.00	\$0.00
TOTALS		0 - 100	\$0 - \$68,310	5.40	\$4,098.60

PROJECT CATEGORY	TASK CODE	MAY		MAY	
		EST. HOURS	EST. FEES	HOURS BILLED	FEES SOUGHT
HTA – RECEIVER MOTIONS (33260/058)					
Tasks Relating to the Board, its Members, its Staff, its Advisors or its Consultants	201	0 – 10	\$0 – \$7,590	0.00	\$0.00
Legal Research	202	0 – 10	\$0 – \$7,590	0.00	\$0.00
Hearings and other non-filed communications with the Court	203	0 – 5	\$0 – \$3,800	0.00	\$0.00
Communications with Claimholders	204	0 – 5	\$0 – \$3,800	0.00	\$0.00
Communications with the Commonwealth, its Instrumentalities or Representatives of the Commonwealth or its Instrumentalities	205	0 – 10	\$0 – \$7,590	0.00	\$0.00
Documents Filed on Behalf of the Board	206	0 – 10	\$0 – \$7,590	0.00	\$0.00
Non-Board Court Filings	207	0 – 5	\$0 – \$3,800	0.00	\$0.00
Stay Matters	208	0	\$0	0.00	\$0.00
Adversary Proceeding	209	0	\$0	0.00	\$0.00
Analysis and Strategy	210	0 – 5	\$0 – \$3,800	0.00	\$0.00
Non-Working Travel Time	211	0 – 5	\$0 – \$3,800	0.00	\$0.00
General Administration	212	0 – 5	\$0 – \$3,800	2.20	\$572.00
Labor, Pension Matters	213	0 – 5	\$0 – \$3,800	0.00	\$0.00
Legal/ Regulatory Matters	214	0	\$0	0.00	\$0.00
Plan of Adjustment and Disclosure Statement	215	0 – 10	\$0 – \$7,590	0.00	\$0.00
Confirmation	216	0 – 5	\$0 – \$3,800	0.00	\$0.00
Tax	217	0 – 5	\$0 – \$3,800	0.00	\$0.00
Employment and Fee Applications	218	0 – 5	\$0 – \$3,800	0.00	\$0.00

PROJECT CATEGORY	TASK CODE	MAY		MAY	
		EST. HOURS	EST. FEES	HOURS BILLED	FEES SOUGHT
<b>HTA – RECEIVER MOTIONS (33260/058)</b>					
Appeal	219	85 - 110	\$63,980 - \$84,110	99.80	\$70,359.00
Fee Applications for Other Parties	220	0	\$0	0.00	\$0.00
<b>TOTALS</b>		<b>85 - 210</b>	<b>\$63,980 - \$142,880</b>	<b>102.00</b>	<b>\$70,931.00</b>

PROJECT CATEGORY	TASK CODE	MAY		MAY	
		EST. HOURS	EST. FEES	HOURS BILLED	FEES SOUGHT
<b>PREPA – MISCELLANEOUS (33260/059)</b>					
Tasks Relating to the Board, its Members, its Staff, its Advisors or its Consultants	201	0 – 10	\$0 – \$7,590	1.70	\$1,290.30
Legal Research	202	0 – 10	\$0 – \$7,590	3.80	\$2,884.20
Hearings and other non-filed communications with the Court	203	0 – 5	\$0 – \$3,800	0.00	\$0.00
Communications with Claimholders	204	0 – 5	\$0 – \$3,800	1.80	\$1,366.20
Communications with the Commonwealth, its Instrumentalities or Representatives of the Commonwealth or its Instrumentalities	205	0 – 10	\$0 – \$7,590	2.70	\$2,049.30
Documents Filed on Behalf of the Board	206	70 – 80	\$49,780 – \$59,460	74.90	\$53,755.30
Non-Board Court Filings	207	10 – 20	\$6,917 – \$13,120	10.10	\$6,917.40
Stay Matters	208	0 – 10	\$0 – \$7,590	5.20	\$3,946.80
Adversary Proceeding	209	0 – 5	\$0 – \$3,800	1.60	\$1,214.40
Analysis and Strategy	210	10 – 20	\$7,590 - \$15,180	10.50	\$7,969.50
Non-Working Travel Time	211	0 – 5	\$0 – \$3,800	0.00	\$0.00
General Administration	212	0 – 5	\$0 – \$3,800	1.90	\$494.00
Labor, Pension Matters	213	0 – 5	\$0 – \$3,800	0.00	\$0.00
Legal/ Regulatory Matters	214	0 – 5	\$0 – \$3,800	0.00	\$0.00
Plan of Adjustment and Disclosure Statement	215	0 – 10	\$0 – \$7,590	0.00	\$0.00
Confirmation	216	0 – 5	\$0 – \$3,800	0.00	\$0.00
Tax	217	0 – 5	\$0 – \$3,800	0.00	\$0.00

PROJECT CATEGORY	TASK CODE	MAY		MAY	
		EST. HOURS	EST. FEES	HOURS BILLED	FEES SOUGHT
PREPA – MISCELLANEOUS (33260/059)					
Employment and Fee Applications	218	0 – 5	\$0 – \$3,800	0.00	\$0.00
Appeal	219	0 - 10	\$0 – \$7,590	0.00	\$0.00
Fee Applications for Other Parties	220	0	\$0	0.00	\$0.00
TOTALS		90 – 320	\$68,310 - \$242,880	114.20	\$81,887.40

**Exhibit D-5**

**Staffing Plan for the Compensation Period**

**Staffing Plan for the Compensation Period**

<b>Category of Timekeeper<sup>3</sup></b>	<b>Number of Timekeepers Expected to Work on The Matter During the Budget Period<sup>4</sup></b>	<b>Average Hourly Rate<sup>5</sup></b>
Partners	23	\$759
Senior Counsel	1	\$759
Associates	26	\$759
Law Clerks	4	\$260
Paraprofessionals	23	\$260

<sup>3</sup> Attorney Practice Groups: BSGR&B (16); Labor & Employment (5); Litigation (29); Corporate (4).

<sup>4</sup> The chart reflects Proskauer’s staffing plan for the designated period based on currently foreseeable activities. Actual staffing needs, including additional attorneys, may vary materially based on actual facts and circumstances arising in the designated period, including as a result of currently unanticipated disputes. The staffing plan currently includes attorneys from the Business Solutions, Governance, Restructuring & Bankruptcy Group (BSGR&B); Labor & Employment; Litigation; and Corporate practice groups. The expertise of attorneys from other specialized areas is likely to be required during the course of these PROMESA cases.

<sup>5</sup> In the ordinary course of business, the standard hourly billing rates for Proskauer professionals and paraprofessionals are adjusted annually as of the commencement of the firm’s fiscal year on November 1 to reflect economic and other conditions and apply to matters in and out of bankruptcy cases. Pursuant to the Appendix B Guidelines, “rate increases” “exclude annual ‘step increases’ historically awarded by the firm in the ordinary course to attorneys throughout the firm due to advancing seniority and promotion.” Appendix B Guidelines ¶ B.2.d, n.2. Annual step increases are awarded by Proskauer in the ordinary course throughout the firm on May 1. Proskauer’s November 25, 2016 engagement letter with the Oversight Board (a copy of which is available on the Oversight Board’s website at <https://juntasupervision.pr.gov/wp-content/uploads/wpfd/50/58b6126be2546.pdf>) (the “Engagement Letter”) provides that Proskauer’s rates will be increased on January 1 (rather than on November 1) by the lower of the percentage rate increase announced as of November 1 and four percent. Because Proskauer’s fees under the Engagement Letter are a blended rate (currently \$759) for all attorneys and another, lower blended rate (currently \$260) for all other professionals, no annual step increases will be applicable to the rates charged in this matter. As detailed in the Second Interim Application, Proskauer’s rates under the Engagement Letter increased from \$730 per hour for attorneys and \$250 per hour for paraprofessionals to \$759 per hour for attorneys and \$260 per hour for paraprofessionals on January 1, 2018, during the second interim compensation period. Rates have not increased during this Compensation Period.